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 Cook County Recorder

File Number 6135-685-1

OFFICIAL FILE

C.C. DOCKET NO. 00-0763

Petitioner's Exhibit No. 2

Witness Nicholas

Date 2/15/01 JB



State of Illinois

Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
 HOLIDAY HILLS UTILITIES, INC.
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 17TH day of NOVEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
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6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS** SEE ATTACHED
Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated November 16, 2000
(Month & Day) Year

Signature and Name	Address
1. <u><i>Mitchel A. Mick</i></u> Signature Mitchel A. Mick (Type or Print Name)	1. <u>c/o Sidley & Austin, Bank One Plaza, 10 S. Dearborn</u> Street Chicago IL 60603 City/Town State ZIP Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State ZIP Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The **minimum total due** (franchise tax + filing fee) is **\$100**.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523

RIDER TO ARTICLES OF INCORPORATION
OF
HOLIDAY HILLS UTILITIES, INC.

7. *OTHER PROVISIONS*

Paragraph 1: No shareholder of the Corporation shall have cumulative voting rights with respect to any matter upon which shareholders are entitled to vote.

Paragraph 2: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of the State of Illinois, or (iv) for any transaction from which the director derived an improper personal benefit. If the Business Corporation Act of the State of Illinois is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act of the State of Illinois, as so amended. Any repeal or modification of this Paragraph 2 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Paragraph 3: Each person who is or was or had agreed to become a director or officer of the Corporation, and each person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee, or agent, trustee or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the Business Corporation Act of the State of Illinois or any other applicable laws as presently or hereafter in effect. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Paragraph 3. Any repeal or modification of this Paragraph 3 by the shareholders of the Corporation shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

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